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Steven B. Smith  
Christopher Carty

*Special Conflicts Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |                           |
|---|---------------------------|
| ----- X                                     |                           |
| In re:                                      | : Chapter 11              |
|   | :                         |
| SEARS HOLDINGS CORPORATION, <i>et al.</i> , | : Case No. 18-23538 (RDD) |
|   | :                         |
| Debtors <sup>1</sup>                        | : (Jointly Administered)  |
|   | :                         |
|   | :                         |
| ----- X                                     |                           |

**TWENTY-FOURTH MONTHLY FEE STATEMENT OF HERRICK,  
FEINSTEIN LLP FOR PROFESSIONAL SERVICES RENDERED AND  
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF  
NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 2021**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

|  |   |
|--|---|
| Name of Applicant:   | Herrick, Feinstein LLP  |
| Authorized to Provide Professional Services To:            | Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i> |
| Date of Retention:   | March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019  |
| Period for Which Compensation and Reimbursement Is Sought: | November 1, 2021 through November 30, 2021  |
| Monthly Fees Incurred:                                     | \$3,761.50  |
| 20% Holdback:  | \$752.30  |
| Total Compensation Less 20% Holdback:                      | \$3,009.20  |
| Monthly Expenses Incurred:                                 | \$100.00  |
| Total Fees and Expenses Requested:                         | \$3,109.20  |

This is a   x   monthly        interim        final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Twenty-Fourth Monthly Fee Statement”) covering the period from November 1, 2021 through November 30, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twenty-Fourth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$3,009.20 (80% of \$3,751.50) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee

by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$100.00 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED  
DURING THE COMPENSATION PERIOD**

**Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

**Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

**Exhibit C** sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED  
DURING THE COMPENSATION PERIOD**

**Exhibit D** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

**Exhibit E** sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

### **NOTICE AND OBJECTION PROCEDURES**

Notice of this Twenty-Fourth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Twenty-Fourth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **December 30, 2021**

(the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twenty-Fourth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twenty-Fourth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twenty-Fourth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

*[Remainder of page left blank intentionally]*

Dated: New York, New York  
December 15, 2021

HERRICK FEINSTEIN LLP

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*Special Conflicts Counsel to the Official  
Committee of Unsecured Creditors of Sears  
Holdings Corporation, et al.*

**Exhibit A**

**Timekeeper Summary**

| <b>PARTNERS</b>        | <b>DEPARTMENT</b>                     | <b>YEAR OF<br/>BAR<br/>ADMISSION</b> | <b>RATE</b> | <b>HOURS</b> | <b>AMOUNT</b>     |
|------------------------|---------------------------------------|--------------------------------------|-------------|--------------|-------------------|
| Christopher W. Carty   | Restructuring &<br>Finance Litigation | 2010                                 | \$850.00    | 2.9          | \$2,465.00        |
| <b>Total Partners</b>  |                                       |                                      |             | <b>2.9</b>   | <b>\$2,465.00</b> |
| <b>COUNSEL</b>         | <b>DEPARTMENT</b>                     | <b>YEAR OF<br/>BAR<br/>ADMISSION</b> | <b>RATE</b> | <b>HOURS</b> | <b>AMOUNT</b>     |
| Kyle J. Kolb           | Restructuring &<br>Finance Litigation | 2012                                 | \$690.00    | .9           | \$621.00          |
| <b>Total Counsel</b>   |                                       |                                      |             | <b>.9</b>    | <b>\$621.00</b>   |
| <b>ASSOCIATES</b>      | <b>DEPARTMENT</b>                     | <b>YEAR OF<br/>BAR<br/>ADMISSION</b> | <b>RATE</b> | <b>HOURS</b> | <b>AMOUNT</b>     |
| Heather Zimmer         | Restructuring &<br>Finance Litigation | 2017                                 | \$475.00    | .3           | \$142.50          |
| <b>Total Associate</b> |                                       |                                      |             | <b>.3</b>    | <b>\$142.50</b>   |

| <b>PARALEGALS/ NON-<br/>LEGAL STAFF</b>       | <b>DEPARTMENT</b> | <b>RATE</b> | <b>HOURS</b> | <b>AMOUNT</b>   |
|---|-------------------|-------------|--------------|-----------------|
| Larisa Poretsky                               | Litigation        | \$410.00    | 1.3          | \$533.00        |
| <b>Total Paralegals/ Non-<br/>Legal Staff</b> |                   |             | <b>1.3</b>   | <b>\$533.00</b> |

**EXHIBIT B**

**Task Code Summary**

| <b>Task Code</b>                   | <b>HOURS</b> | <b>AMOUNT (\$)</b> |
|------------------------------------|--------------|--------------------|
| Fee/Employment Applications – B160 | 1.3          | \$533.00           |
| Other Contested Matters – B190     | 3.1          | \$2,491.00         |
| Jointly Asserted Causes of Action  | 1.0          | \$737.50           |
| <b>Total</b>                       | <b>5.4</b>   | <b>\$3,761.50</b>  |

**Exhibit C**

**Itemized Fees**



Official Committee of Unsecured Creditors of Sears Holdings  
Attn: Ron Tucker  
225 W. Washington Street  
Indianapolis, IN 46204

December 6, 2021  
Invoice Number: 556493  
Matter Number: 19609.0001  
Tax ID: 1662

Re: **Sears Bankruptcy**

|  |                          |
|--|--------------------------|
| Fees for legal services rendered through November 30, 2021 | \$3,024.00               |
| Expenses posted through November 30, 2021                  | 100.00                   |
| <b>TOTAL</b>   | <b><u>\$3,124.00</u></b> |
| Unpaid balance from previous invoice(s)                    | \$22,350.70              |
| Total Due Now  | \$25,474.70              |

**We would very much appreciate receiving payment by December 30<sup>th</sup> since our fiscal year ends on December 31st. Happy Holidays and thank you very much.**

Kindly return this page with your  
**check payment to:**  
Herrick, Feinstein LLP  
Attn: Billing Department  
2 Park Avenue  
New York, NY 10016

Send **wire or ACH payments to:**  
Citibank, N.A.  
ABA Number: 0089  
Account Number: 6165  
SWIFT #: US33

**Credit card payments:**  
[www.herrickpay.com](http://www.herrickpay.com)  
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**HERRICK**

Invoice Number: 556493  
Matter Number: 19609.0001  
Page: 2

**LEGAL SERVICES RENDERED:**

| <u>DATE</u>  | <u>NAME</u> | <u>TASK<br/>CODE</u> | <u>NARRATIVE</u>  | <u>HOURS</u>      |
|--------------|-------------|----------------------|---|-------------------|
| 11/15/21     | C. Carty    | B190                 | Analyze issues related to Rule 2004 investigation and procedural issues for litigation.     | 2.20              |
| 11/17/21     | L. Poretsky | B160                 | Review, revise, redact, assemble and e-file 23rd Monthly Fee Statement                      | 1.00              |
| 11/17/21     | L. Poretsky | B160                 | Submit filed 23rd Monthly Fee Statement to Prime Clerk for the service and discuss details. | 0.30              |
| 11/26/21     | K. Kolb     | B190                 | Draft investigation update to debtors counsel.  | 0.30              |
| 11/28/21     | K. Kolb     | B190                 | Research potential stipulation related to investigation claims.                             | 0.30              |
| 11/28/21     | K. Kolb     | B190                 | Revise email to debtors counsel regarding investigation.                                    | 0.30              |
| <b>TOTAL</b> |             |                      |   | <b>\$3,024.00</b> |

**LEGAL SERVICES SUMMARY**

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>     |
|-------------------|--------------|-------------|-------------------|
| C. Carty          | 2.20         | 850.00      | 1,870.00          |
| K. Kolb           | 0.90         | 690.00      | 621.00            |
| L. Poretsky       | 1.30         | 410.00      | 533.00            |
| <b>TOTAL</b>      | <b>4.40</b>  |             | <b>\$3,024.00</b> |

**DISBURSEMENTS:**

|                          | <u>AMOUNT</u>   |
|--------------------------|-----------------|
| E-Discovery Data Hosting | 100.00          |
| <b>TOTAL:</b>            | <b>\$100.00</b> |

**TASK SUMMARY**

| <u>Task Code</u> | <u>Task Description</u>     | <u>Hours</u> | <u>Amount</u> |
|------------------|-----------------------------|--------------|---------------|
| B160             | Fee/Employment Applications | 1.30         | 533.00        |
| B190             | Other Contested Matters     | 3.10         | 2,491.00      |



Invoice Number: 556493  
Matter Number: 19609.0001  
Page: 3

**TASK SUMMARY**

| <u>Task Code</u> | <u>Task Description</u> | <u>Hours</u> | <u>Amount</u> |
|------------------|-------------------------|--------------|---------------|
| TOTALS           |                         | 4.40         | \$3,024.00    |

**PREVIOUS BILLS OUTSTANDING**

| <u>Invoice #</u> | <u>Invoice Date</u> | <u>Original<br/>Amount</u> | <u>Less Credits Applied</u> | <u>Balance</u>     |
|------------------|---------------------|----------------------------|-----------------------------|--------------------|
| 550688           | 08/23/21            | 61,135.16                  | 54,916.26                   | 6,218.90           |
| 552265           | 09/21/21            | 30,434.00                  | 24,367.20                   | 6,066.80           |
| 553644           | 10/18/21            | 6,292.03                   | 5,069.73                    | 1,222.30           |
| 554956           | 11/08/21            | 8,842.70                   | 0.00                        | 8,842.70           |
|                  |                     |                            | <b>Total Outstanding</b>    | <b>\$22,350.70</b> |



Official Committee of Unsecured Creditors of Sears Holdings  
Attn: Ron Tucker  
225 W. Washington Street  
Indianapolis, IN 46204

December 6, 2021  
Invoice Number: 556494  
Matter Number: 19609.0002  
Tax ID: 1662

Re: **Jointly Asserted Causes of Action**

Fees for legal services rendered through November 30, 2021 \$737.50

**TOTAL** \$737.50

Unpaid balance from previous invoice(s) \$5,102.10

Total Due Now \$5,839.60

**We would very much appreciate receiving payment by December 30<sup>th</sup> since our fiscal year ends on December 31st. Happy Holidays and thank you very much.**

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[www.herrickpay.com](http://www.herrickpay.com)  
*URL/link redirects to our  
processor SlimCD*



**HERRICK**

Invoice Number: 556494  
Matter Number: 19609.0002  
Page: 2

**LEGAL SERVICES RENDERED:**

| <u>DATE</u>  | <u>NAME</u> | <u>TASK<br/>CODE</u> | <u>NARRATIVE</u>  | <u>HOURS</u>    |
|--------------|-------------|----------------------|---|-----------------|
| 11/29/21     | C. Carty    | B190                 | Call with Debtors' preference counsel re potential fraudulent transfer claim related to insider adversary proceeding (0.2); review and analyze documents sent by Debtors' preference counsel (0.5). | 0.70            |
| 11/29/21     | H. Zimmer   | B190                 | Confer with Chris Carty on related party transactions.  | 0.30            |
| <b>TOTAL</b> |             |                      |   | <b>\$737.50</b> |

**LEGAL SERVICES SUMMARY**

| <u>Timekeeper</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u>   |
|-------------------|--------------|-------------|-----------------|
| C. Carty          | 0.70         | 850.00      | 595.00          |
| H. Zimmer         | 0.30         | 475.00      | 142.50          |
| <b>TOTAL</b>      | <b>1.00</b>  |             | <b>\$737.50</b> |

**PREVIOUS BILLS OUTSTANDING**

| <u>Invoice #</u>         | <u>Invoice Date</u> | <u>Original<br/>Amount</u> | <u>Less Credits Applied</u> | <u>Balance</u>    |
|--------------------------|---------------------|----------------------------|-----------------------------|-------------------|
| 545916                   | 04/30/21            | 21,421.50                  | 17,151.20                   | 4,270.30          |
| 546769                   | 05/25/21            | 4,165.90                   | 3,334.10                    | 831.80            |
| <b>Total Outstanding</b> |                     |                            |                             | <b>\$5,102.10</b> |

**Exhibit D**

**Disbursement Summary**

|                          |                 |
|--------------------------|-----------------|
| E-Discovery Data Hosting | \$100.00        |
| <b>Total</b>             | <b>\$100.00</b> |

**Exhibit E**

**Itemized Disbursement**

Disbursement Detail

Applied filters: Client/Matter Filter: Official Committee of Unsecured Creditor (19609) Sears Bankruptcy (0001), Official Committee of Unsecured Creditor (19609) Jointly Asserted Causes of Action (0002), Transaction Date: Last Month

| Disbursement ID | Client/Matter  | Transaction Date | Disb Code                   | Quantity | To Bill Amount<br>\$100.00 | Phase/Task                               | Narrative                   | Bill Number | Base Quantity | Billed Quantity | Base Amount | Billed Amount<br>\$100.00 | Posted Period | Billed Period | Bill Date |
|-----------------|--|------------------|-----------------------------|----------|----------------------------|--|-----------------------------|-------------|---------------|-----------------|-------------|---------------------------|---------------|---------------|-----------|
| 9304489         | Official Committee of Unsec<br>Sears Bankruptcy (0001) | 11/30/2021       | E-Discovery Data Hosting Mi | 1        | \$100.00                   | Expenses Only (EXP.EXP)<br>Expenses Only | Sears Bankruptcy UCC - Rule | 556493      | 1             | 1               | \$100.00    | \$100.00                  | 202111        | 202112        | 12/6/2021 |